

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
RESIDENTIAL CAPITAL, LLC, *et al.*, : Case No. 12-12020 (MG)
: :
Debtors. : (Jointly Administered)
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**STATEMENT OF ISSUES AND DESIGNATION OF
RECORD BY APPELLANT RESCAP LIQUIDATING TRUST
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8009**

The ResCap Liquidating Trust (the “**Trust**”), as successor to Residential Funding Company, LLC, files this Designation Of Record And Statement Of Issues On Appeal pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure with respect to its appeal from the Memorandum Opinion And Order Denying The Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order (the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on November 23, 2015.

The Trust reserves its right to designate additional items for inclusion in the record and/or restate issues presented on appeal, including without limitation, the right to designate additional items or restate issues if any relief is granted or denied subsequent to the filing of this designation that affects the Order and/or related documents. For items designated, the designation includes all documents referenced with the particular document number including, without limitation, all statements, appendices, exhibits, attachments, declarations, and affidavits related thereto.

DESIGNATION OF RECORD

Documents Filed in Case No. 12-12020 (<i>In re Residential Capital, LLC, et al.</i>).....	1
Additional Materials	2

The Trust designates each of the following documents filed in the above-captioned case for inclusion in the record on appeal:

Documents Filed in Case No. 12-12020 (*In re Residential Capital, LLC, et al.*)

Designation No.	Filing Date	Docket No.	Description (Docket Text)
1	05/23/2012	141	Order Under Bankruptcy Code sections 102(1), 105(a) AND 105(d), Bankruptcy Rules 1015(c), 2002(m), 9007 And Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management And Administrative Procedures.
2	06/12/2012	336	Affidavit of Service of Melissa Loomis Regarding Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors, and Deadlines.
3	08/29/2012	1309	Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof.
4	09/11/2012	1412	Affidavit of Service of Clarissa D. Cu Regarding Notice of Deadlines for Filing Proofs of Claim.
5	09/28/2012	1660	Amended Affidavit of Publication Re Notice of Deadlines For Filing Proofs of Claim In The Wall Street Journal And USA Today.
6	11/07/2012	2093	Order Extending Deadline for Filing Proofs of Claim.
7	07/04/2013	4157	Proposed Disclosure Statement.
8	07/09/2013	4189	Notice of Disclosure Statement Hearing.
9	07/18/2013	4285	Affidavit of Service of Clarissa D. Cu.
10	08/23/2013	4814	Notice Of Filing Of Approved Solicitation Materials In Connection With Solicitation Of The Disclosure Statement And Joint Chapter 11 Plan.
11	09/25/2013	5196	Affidavit of Service of P. Joseph Morrow IV.
12	12/11/2013	6065	Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital LLC, et al. and the Official Committee of Unsecured Creditors.

13	12/17/2013	6137	Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date.
14	01/08/2014	6238	Order Granting Debtors' Fifth-Third Omnibus Objection to Claims (Amended and Superseded Claims).
15	07/31/2015	8947	Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
16	07/31/2015	8948	Declaration of Matthew R. Scheck In Support Of Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
17	08/31/2015	9078	Objection Of Decision One Mortgage Co., LLC To Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
18	08/31/2015	9080	Honor Bank's Objection To Motion By The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
19	08/31/2015	9082	Objection Of PHH Mortgage Corporation To Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
20	08/31/2015	9086	Sierra Pacific Mortgage Company, Inc.'s Objection To Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
21	10/01/2015	9213	Omnibus Reply Brief In Support Of The ResCap Liquidating Trust's Motion For An Order Enforcing Plan Injunction And Confirmation Order.
22	11/23/2015	9357	Memorandum Opinion And Order Denying The Motion Of The ResCap Liquidating Trust For An Order Enforcing Plan Injunction And Confirmation Order.
23	12/07/2015	9390	Notice Of Appeal Of ResCap Liquidating Trust From Order Denying Motion To Enforce Plan Injunction And Confirmation Order.

Additional Materials¹

Designation No.	Filing Date	Description (Docket Text)
24	12/14/2013	<i>RFC v. Sierra Pacific</i> , No. 13-cv-3511, ECF 1 (D. Minn.) (Complaint).

¹ In accordance with Local Bankruptcy Rule 8009-1, Designation Nos. 24-39 appear on the CM/ECF system and are voluminous. Thus, the Trust has not filed them in connection with this Designation of Record, but will make them available upon request.

Designation No.	Filing Date	Description (Docket Text)
25	05/13/2014	<i>Trust v. Honor Bank</i> , Adv. Proc. No. 14-ap-2000, ECF 1 (Bankr. S.D.N.Y.) (Complaint).
26	05/13/2014	<i>Trust v. PHH</i> , Adv. Proc. No. 14-ap-2008, ECF 1 (Bankr. S.D.N.Y.) (Complaint).
27	06/02/2014	<i>RFC v. Decision One</i> , No. 14-cv-1737, ECF 1-1 at 3 (D. Minn.) (Complaint).
28	08/25/2014	<i>Residential Funding Company, LLC v. Decision One Mortgage Company, LLC and HSBC Finance Corporation</i> , 14-cv-1737, ECF No. 19 (D. Minn.) (Amended Complaint).
29	05/23/2014	<i>Residential Funding Company, LLC v. Sierra Pacific Mortgage Company, Inc.</i> , 13-cv-3511, ECF No. 75 (D. Minn.) (Amended Complaint).
30	09/30/2014	<i>Residential Funding Company, LLC v. Sierra Pacific Mortgage Company, Inc.</i> , 13-cv-3511, ECF No. 100 (D. Minn.) (Sierra Pacific Mortgage Company, Inc.'s Amended Answer To First Amended Complaint of Residential Funding Company, LLC And Counterclaims).
31	10/14/2014	<i>Residential Funding Company, LLC v. Sierra Pacific Mortgage Company, Inc.</i> , 13-cv-3511, ECF No. 103 (D. Minn.) (Answer Of Counterclaim Defendants Residential Funding Company, LLC And ResCap Liquidating Trust To Amended Counterclaim Of Counterclaim Plaintiff Sierra Pacific Mortgage Company, Inc.).
32	04/17/2015	<i>ResCap Liquidating Trust v. PHH Mortgage Corporation</i> , 14-cv-4701, ECF No. 51 (Bankr. S.D.N.Y.) (Amended Complaint).
33	04/17/2015	<i>Residential Capital, LLC et al. v. Honor Bank</i> , 14-cv-3942, ECF No. 52 (Bankr. S.D.N.Y.) (Amended Complaint).
34	06/25/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 570 (D. Minn.) (Answer And Counterclaim Of Defendant Decision One Mortgage Company, LLC To Amended Complaint).
35	06/26/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 574 (D. Minn.) (Defendant PHH Mortgage Corporation's Answer, Affirmative Defenses, And Counterclaim To The First Amended Complaint Of ResCap Liquidating Trust).
36	07/16/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 629 (D. Minn.) (Defendant Honor Bank F/K/A The Honor State Bank Answer, Affirmative Defenses, And Counterclaim To The First Amended Complaint Of ResCap Liquidating Trust).
37	07/21/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 652 (D. Minn.) (Order Extending Rule 12 Deadline).
38	07/23/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 661 (D. Minn.) (Order Extending Rule 12 Deadlines).
39	07/27/2015	<i>In Re: RFC and ResCap Liquidating Trust Litigation</i> , 13-cv-3451, ECF No. 671 (D. Minn.) (Order Extending Rule 12 Deadline).

Designation No.	Filing Date	Description (Docket Text)
40		<i>In re Residential Capital, LLC, et al.</i> , 12-12020 (Bankr. S.D.N.Y.) (Transcript of October 8, 2015 Hearing). ²
41		<i>In re GMAC Model Home Finance I, LLC</i> , 12-12020 (Bankr. S.D.N.Y.) (Hearing Exhibit: Proof of Claim 4452 filed on November 12, 2012 by Ronald Kravit). ³

STATEMENT OF ISSUES ON APPEAL

1. Whether the Bankruptcy Court erred in holding that counterclaims (the “**Counterclaims**”) asserted against Residential Funding Company, LLC (“**RFC**”) and The ResCap Liquidating Trust, as successor to RFC (the “**Trust**”), which Counterclaims arose under prepetition contracts, were not discharged by the confirmation of RFC’s Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors (the “**Plan**”) and the Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors (the “**Confirmation Order**”).

2. Whether the Bankruptcy Court erred in holding that the Counterclaims were not enjoined or otherwise barred by (1) the Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [ECF 1309] (the “**Bar Date Order**”); (2) the Plan; and (3) the Confirmation Order.

The Trust hereby reserves the right to supplement or amend this Statement of Issues.

² In accordance with Federal Rule of Bankruptcy Procedure 8009(b), the Trust has confirmed that the transcript of the October 8, 2015 hearing was previously ordered.

³ A copy of Designation No. 41 is attached hereto as **Exhibit 1**.

Dated: New York, New York
December 18, 2015

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